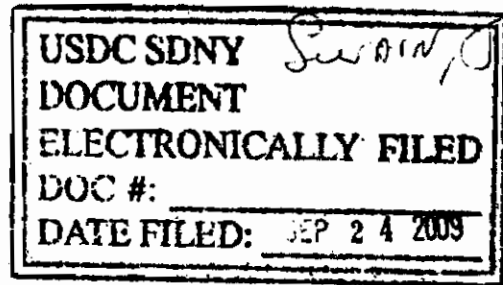


UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK



IN RE CITIGROUP AUCTION RATE  
SECURITIES LITIGATION

AMERICAN EAGLE OUTFITTERS, INC.  
AND AEO MANAGEMENT CO.,

Plaintiffs

v.

CITIGROUP GLOBAL MARKETS INC.,

Defendant.

JOHN FINN,

Plaintiff

v.

SMITH BARNEY, CITIGROUP GLOBAL  
MARKETS, INC., CITIGROUP INC., BRIAN  
WILLIAMS, AND DOES 1 THROUGH 20  
INCLUSIVE,

Defendants.

K-V PHARMACEUTICAL COMPANY,

Plaintiff

v.

CITIGROUP GLOBAL MARKETS INC.,

Defendant.

MASTER FILE  
08 Civ. 3095 (LTS)(FM)

09-Civ.-5406

08-Civ.-2975

09-Civ.-6553

~~[PROPOSED]~~ PRE-TRIAL ORDER NO. 1

The Court, having considered the Joint Pre-Conference Statement filed by the parties in the above-captioned actions and, for good cause shown, hereby enters the following Order.

1. To the extent that the Court's Order dated June 25, 2008, addresses the issues herein and does not conflict with this Order, the June 25<sup>th</sup> Order remains in effect. In all other respects, this Order supplements the Court's June 25<sup>th</sup> Order.

2. The following actions (the "Coordinated Actions") are coordinated, pursuant to the order of the Judicial Panel on Multidistrict Litigation dated June 10, 2009, for pre-trial proceedings only:

| Case Name   | Civil Action No.            |
|---|-----------------------------|
| <i>In Re Citigroup Auction Rate Sec. Litig.</i><br>(the "Consolidated Class Action")            | MASTER FILE<br>08 Civ. 3095 |
| <i>American Eagle Outfitters, Inc. and AEO Management Co., v. Citigroup Global Markets Inc.</i> | 09-cv-5406                  |
| <i>John Finn v. Smith Barney, et al.,</i>   | 08-cv-2975                  |
| <i>K-V Pharmaceutical Company v. Citigroup Global Markets Inc.</i>                              | 09-cv-6553                  |

Because the *American Eagle* and *K-V Pharmaceutical* actions are not class actions, Sections A and B of the Court's June 25<sup>th</sup> Order shall not apply to those actions.

3. Every pleading filed in these Actions, or in any separate action included herein, shall bear the following caption:

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IN RE CITIGROUP AUCTION RATE  
SECURITIES LITIGATION


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:  
:  
:  
: 1:08-CV-03095-LTS  
:  
: AND RELATED CASES

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THIS DOCUMENT RELATES TO:

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:  
: 09-Md-2043-LTS   
:  
:

4. When a pleading is intended to be applicable to all actions governed by this Order, the words "All Actions" shall appear immediately after the words "This Document Relates to:" in the caption set out above. All pleadings that are applicable to "All Actions" shall be filed

in the Master File and noted on the Master Docket. No further papers need be filed or docket entries made.

5. All filings in connection with the Consolidated Class Action shall be filed *In re Citigroup Auction Rate Securities Litigation*, Civil Action No. 1:08-CV-03095-LTS.

6. When a pleading is intended to be applicable only to some, but not all, of the Coordinated Actions, the Court's docket number for each individual action to which the pleading is intended to be applicable and the last name or entity name of the first-named plaintiff in the individual action shall appear immediately after the words "This Document Relates to:" in the caption described above.

7. When a case related to the subject matter of the Coordinated Actions is filed in this Court or transferred to this Court from another court:

- a. The Clerk of this Court shall place a copy of this Order in the separate file for such action, after notification to Lead Counsel in the Consolidated Class Action;
- b. Lead Counsel in the Consolidated Class Action shall mail to the attorneys for the plaintiffs in the newly-filed or transferred case a copy of this Order and direct that this Order be served upon or mailed to any new defendants in the newly filed or transferred case; and
- c. The Clerk of this Court shall make an appropriate entry on the Master Docket. This Court requests the assistance of counsel in calling the attention of the Clerk of this Court to the filing or transfer of any case which may properly be consolidated as part of or coordinated with *In re Citigroup Auction Rate Securities Litigation*.

8. Lead Counsel in the Consolidated Class Action shall have the following additional responsibilities and duties as they pertain to the coordination of the Coordinated Actions, to be carried out either personally or through counsel whom Lead Counsel shall designate:

- (a) To coordinate all discovery proceedings;
- (b) To coordinate the examination of all witnesses in depositions;
- (c) To act as a liaison to the Court for all matters that address matters common to all of the Coordinated Actions;
- (d) To act as a liaison to the defendants' counsel for all matters that address matters common to all of the Coordinated Actions.

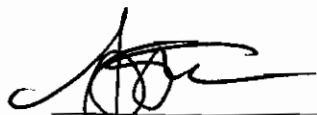
Counsel for plaintiffs in *American Eagle*, *K-V Pharmaceutical* and any other non-class action transferred to this Court ("the Individual Actions"), however, shall continue to have full authority to act on behalf of their clients with respect to discovery, motion practice, and other pre-trial proceedings that are not common among the Coordinated Actions.

9. No motion, request for discovery, or other pretrial proceedings shall be initiated or filed by any plaintiff without first conferring with Lead Counsel in the Consolidated Class Action, so as to prevent duplicative pleadings or discovery by plaintiffs.

10. Defendants shall effect service of papers on plaintiffs by serving a copy of same on Lead Counsel in the Consolidated Class Action and, if pertaining exclusively to an Individual Action, to plaintiffs' counsel in that action as well, through the Court's electronic filing system. All Plaintiffs' counsel shall effect service of papers on defendants by serving a copy of same on defendants' counsel through the Court's electronic filing system.

DATED: Sept 24, 2009

IT IS SO ORDERED.

  
United States District Judge